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November 15, 2010

Chief, Section of Administration Office of Proceedings Surface Transportation Board 395 E Street, SW Washington, DC 20423-0001

Dear Section Chief:

Please find attached one original of the Memorandum of Rider No.1 to the Master Lease Agreement dated as of November 1, 2010 between the following parties:

Lessee:

Strategic Materials

16365 Park Ten Place, Suite 200

Houston, TX 77084

Lessor:

The David J. Joseph Company

300 Pike Street Cincinnati, OH 45202

Please see Exhibit A for the equipment, (16) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Rider No.1 to the Master Lease Agreement dated as of November 1, 2010 related to sixteen (16) railcars bearing reporting marks: JTSX 6009 – 6316, sporadic.

Please file this agreement as a primary document. The filing fee in amount of \$41.00 can be charged to our account. Please return a stamped original to my attention.

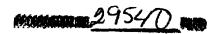
Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely.

Kulie Woodard

Decumentation Coordinator

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MEMORANDUM OF RIDER NO. 1 TO THE MASTER LEASE AGREEMENT

BURFAÜL I KANSPURIATION BOARD

This MEMORANDUM OF RIDER NO. TO THE MASTER LEASE AGREEMENT ("Memorandum of Lease") entered into this 1st day of November, 2010, is intended to evidence the master lease agreement dated as of November 1, 2010 and subsequent rider number 1 to the master lease agreement dated November 1, 2010, (collectively, the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware corporation ("Lessor"), and STRATEGIC MATERIALS, INC., a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the sixteen (16) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, pursuant to due corporate authority, have executed this Memorandum of Lease on the date indicated below each signature.

Name:

Title:

Date:

By: <u>Voll C. Poellein</u>

Title: <u>Vice President, Finance – Brokerage</u>

Date: <u>November 1, 2010</u>

STRATEGIC MATERIALS, INC.

THE DAVID J. JOSEPH COMPANY

STATE OF OHIO) SS:
COUNTY OF HAMILTON)
The foregoing instrument was acknowledged before me this 1 st day of November, 2010, by
Kelly C. Poellein, the Vice President, Finance - Brokerage of The David J. Joseph Company, a
Delaware corporation, on behalf of the corporation. Ongla Musikitation Notary Public
My Commission has no expiration.
ANGELA DENISE WATTS Attorney at Law Notary Public, State of Ohio My Commission Has No Expiration Date Section 147.03 O.R.C.
STATE OF Jefau) SS: COUNTY OF Harris)
The foregoing instrument was acknowledged before me this <u>2</u> day of November, 2010, by
buelis & Bucy , the Prodeit of Strategic Materials, Inc., a
Delaware corporation, on behalf of the corporation.
My Commission expires: April 8, 2014

DEEMA ROBB WEBB MY COMMISSION EXPIRES April 8, 2014

EXHIBIT A

To the Memorandum of Lease dated November 1, 2010, between The David J. Joseph Company and Strategic Materials, Inc.

DESCRIPTION OF UNITS

Sixteen (16) railcars bearing reporting marks:

JTSX 6009

JTSX 6013

JTSX 6018

JTSX 6019

JTSX 6021

JTSX 6023

JTSX 6025

JTSX 6029

JTSX 6040

JTSX 6054

JTSX 6064

JTSX 6069 JTSX 6075

JTSX 6079

JTSX 6083

JTSX 6316